

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re:	:
	: Chapter 11
CALPINE CORPORATION, <u>et al.</u> ,	: Case No. 05-60200 (BRL)
	:
Debtors.	:
-----X	
ARISTEIA CAPITAL, L.L.C.,	:
AURELIUS CAPITAL MANAGEMENT, LP,	:
DRAWBRIDGE SPECIAL OPPORTUNITIES	:
ADVISORS LLC, ORE HILL HUB FUND LTD.,	:
NISSWA MASTER FUND LTD., PINES EDGE	:
VALUE INVESTORS LTD., PINES EDGE	:
VALUE INVESTORS L.P., SILVER SANDS	: Civil Case No. 07-07830 (JGK)
FUND LLC, STARK MASTER FUND LTD.	:
AND 3V CAPITAL MANAGEMENT, LLC,	:
	:
Appellants,	:
	:
-against-	:
	:
CALPINE CORPORATION AND ITS	:
AFFILIATED DEBTORS AND DEBTORS	:
IN POSSESSION, OFFICIAL COMMITTEE	:
OF UNSECURED CREDITORS OF	:
CALPINE CORPORATION, OFFICIAL	:
COMMITTEE OF EQUITY SECURITY	:
HOLDERS,	:
	:
Appellees.	:
-----X	

MOTION TO ADMIT COUNSEL PRO HAC VICE

PURSUANT TO RULE 1.3(c) of the Local Rules of the United States District Court for the Southern District of New York, I, Dennis Dunne, a member of good standing of the bar of this Court, hereby move for an Order allowing the admission pro hac vice of:

626545 \$25 9-10-07 mg

Applicant's Name: Whitman L. Holt
Firm Name: Stutman, Treister & Glatt Professional Corporation
Address: 1901 Avenue of the Stars, 12th Floor
City/State/Zip: Los Angeles, California 90067
Telephone Number: 310-228-5600
Facsimile Number: 310-228-5788
Email Address: wholt@stutman.com

is a member of good standing of the Bar of the State of California and the United States District Courts for the Central, Northern and Southern Districts of California. There are no pending disciplinary proceedings against Whitman L. Holt in any State or Federal Court.

Dated: September 10, 2007
City, State: New York, New York

Respectfully submitted,

MILBANK, TWEED, HADLEY & M^cCLOY LLP

By: 

Dennis Dunne (DD 7543)
One Chase Manhattan Plaza
New York, NY 10005-1413
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Attorneys for each of Aristeia Capital, L.L.C.,
Aurelius Capital Management, LP, Drawbridge
Special Opportunities Advisors LLC, Ore Hill
Hub Fund Ltd., Nisswa Master Fund Ltd., Pines
Edge Value Investors Ltd., Pines Edge Value
Investors L.P., Silver Sands Fund LLC, Stark
Master Fund Ltd. and 3V Capital Management,
LLC

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COMMITTEE OF EQUITY SECURITY :
HOLDERS, :
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**DECLARATION OF DENNIS DUNNE IN
SUPPORT OF MOTION TO ADMIT COUNSEL PRO HAC VICE**

Dennis Dunne hereby declares:

1. I am a partner at the law firm of Milbank, Tweed, Hadley & McCloy LLP, counsel for Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd.,

Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC (the "Appellants") in the above-captioned action. I am familiar with the proceedings in this case. I make this statement based on my personal knowledge of the facts set forth herein and in support of Appellants' motion to admit Whitman L. Holt ("Mr. Holt") as counsel pro hac vice to represent Appellants in this matter.

2. I am a member of good standing of the bar of the State of New York, and was admitted to practice law in 1991. I am also admitted to the bar of the United States District Court for the Southern District of New York, and am in good standing with this Court.

3. I am familiar with Mr. Holt as well as the law firm of Stutman, Treister & Glatt Professional Corporation ("Stutman, Treister & Glatt") in Los Angeles, California.

4. Mr. Holt is an associate at Stutman, Treister & Glatt.

5. I have found Mr. Holt to be a skilled attorney and a person of integrity. He is experienced in Federal practice and is familiar with the Federal Rules of Civil Procedure.

6. Mr. Holt is a member of good standing of the Bar of the State of California and the United States District Courts for the Central, Northern and Southern Districts of California. A Certificate of Good Standing from the United States District Court for the Central District of California is attached hereto as Exhibit A.

7. Accordingly, I am pleased to move for the admission of Mr. Holt, pro hac vice.

8. I respectfully submit a proposed form of order granting the admission of Mr. Holt, pro hac vice, which is attached hereto as Exhibit B.

9. I declare under the penalty of perjury that the foregoing is true and correct to the best of my knowledge.

WHEREFORE it is respectfully requested that the motion to admit Whitman L. Holt, pro hac vice, to represent Appellants in the above-captioned matter, be granted.

Executed on September 7, 2007
New York, New York

A handwritten signature in black ink, appearing to read 'Dennis Dunne', is written over a horizontal line.

Dennis Dunne
S.D.N.Y. Bar Code: DD 7543

PROOF OF SERVICE

I hereby certify that on September 10, 2007, I caused a copy of this Motion to Admit Counsel Pro Hac Vice to be served on the following parties via electronic mail:

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Attn: Kris Hansen
Erez Gilad
Patrick Diamond

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egilad@stroock.com
pdiamond@stroock.com



Catherine J. Yu

Exhibit A

United States District Court

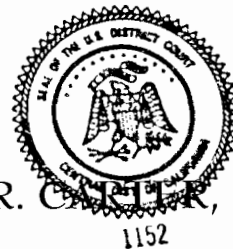
Central District of California

CERTIFICATE OF GOOD STANDING

I, **SHERRI R. CARTER**, Clerk of this Court, certify that
Whitman L. Holt, Bar No. 238198,
was duly admitted to practice in this Court on August 30, 2006
DATE
and is in good standing as a member of the Bar of this Court.

Dated at Los Angeles, California

on September 4, 2007
DATE



SHERRI R. CARTER, CLERK

By Norys Mena
Norys Mena / Deputy Clerk

Exhibit B

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: :
CALPINE CORPORATION, et al., : Chapter 11
: Case No. 05-60200 (BRL)
: Debtors. :
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ARISTEIA CAPITAL, L.L.C., :
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CALPINE CORPORATION, OFFICIAL :
COMMITTEE OF EQUITY SECURITY :
HOLDERS, :
Appellees. :
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ORDER FOR ADMISSION PRO HAC VICE ON WRITTEN MOTION

Upon the motion of Dennis Dunne, attorney for Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC and said sponsor attorney's declaration in support;

IT IS HEREBY ORDERED that

Applicant's Name: Whitman L. Holt
Firm Name: Stutman, Treister & Glatt Professional Corporation
Address: 1901 Avenue of the Stars, 12th Floor
City/State/Zip: Los Angeles, California 90067
Telephone/Facsimile: 310-228-5600/310-228-5788
Email Address: wholt@stutman.com

is admitted to practice pro hac vice as counsel for Aristeia Capital, L.L.C., Aurelius Capital Management, LP, Drawbridge Special Opportunities Advisors LLC, Ore Hill Hub Fund Ltd., Nisswa Master Fund Ltd., Pines Edge Value Investors Ltd., Pines Edge Value Investors L.P., Silver Sands Fund LLC, Stark Master Fund Ltd. and 3V Capital Management, LLC in the above-captioned case in the United States District Court for the Southern District of New York. All attorneys appearing before this Court are subject to the Local Rules of this Court, including the Rules governing discipline of attorneys. If this action is assigned to the Electronic Case Filing (ECF) system, counsel shall immediately register for an ECF password at nysd.uscourts.gov. Counsel shall immediately forward the pro hac vice fee to the Clerk of the Court.

Dated: September ____, 2007
New York, New York

United States District Court Judge John G. Koeltl